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**FILED**

**APPLICATION FOR REGISTRATION OF A  
FOREIGN LIMITED LIABILITY COMPANY**

MAR 7 2003

**State Treasurer**

Pursuant to the New Jersey Limited Liability Company Act, the undersigned limited liability company (the "LLC") hereby applies for registration to conduct business in New Jersey, and for that purpose certifies the following:

1. The name of the LLC is Private Label Sourcing, LLC.
2. The LLC was formed under the laws of the State of Delaware.
3. The LLC's date of the formation is May 1, 2001.
4. As of the date of filing of this document, the LLC validly exists as a limited liability company under the laws of the State of Delaware, its jurisdiction of formation.
5. The business which the LLC is to conduct in New Jersey is the sale of clothing.
6. The LLC's registered office in the State of New Jersey is c/o Herold and Haines, P.A., 25 Independence Boulevard, Warren, New Jersey 07059-6747, and the name of its registered agent at such address is John W. McGowan III. Said registered agent is an agent of the LLC upon whom process against the LLC may be served.
7. The New Jersey State Treasurer is appointed the agent of the LLC for service of process.
8. The LLC first intends to do business in the State of New Jersey on the date that the State of New Jersey accepts this Application for filing.

PRIVATE LABEL SOURCING, LLC,  
a Delaware limited liability company

By   
Bruce R. Allen, Authorized Signatory

Dated: March 6, 2003

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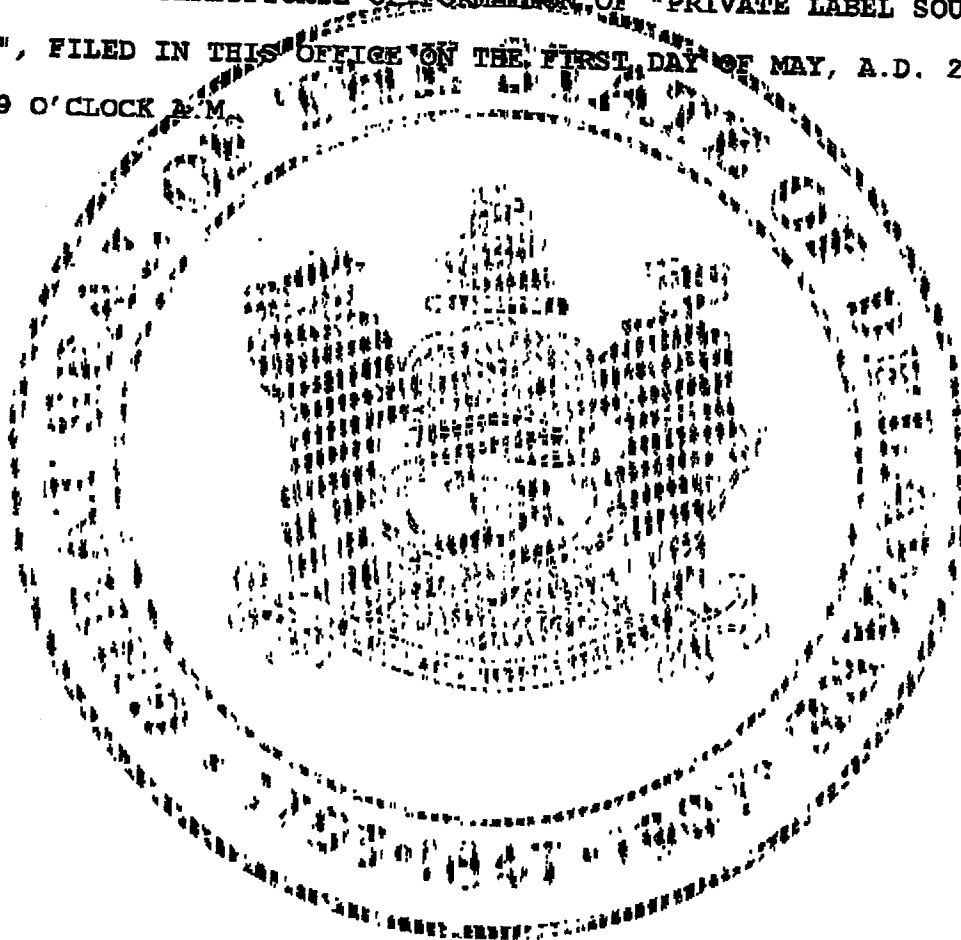
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*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PRIVATE LABEL SOURCING, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.



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010210079

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1110994

DATE: 05-02-01 0 01268

RECEIVED TIME MAY.17. 5:09PM

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 05/01/2001  
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CERTIFICATE OF FORMATION

OF

PRIVATE LABEL SOURCING, LLC  
A LIMITED LIABILITY COMPANY

FIRST: The name of the limited liability company is:

PRIVATE LABEL SOURCING, LLC

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is CORPORATION SERVICE COMPANY.

IN WITNESS WHEREOF, the undersigned, being the individual forming the Company, has executed, signed and acknowledged this Certificate of Formation this first day of May, A.D. 2001.

  
Authorized Person  
Brandon Laramore

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